

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



0618300.09

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Trey Grayson
Secretary of State
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STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned hereby applies to change the registered office or registered agent, or both on behalf of

State ID #: 0618300

BORDERS TEAMED WITH AMAZON.COM, INC.

(Exact name of corporation)

which is organized in the state of Delaware, and for that purpose submits the following statements:

1. Name of current registered agent

C T Corporation System

2. Registered agent is hereby changed to

Corporation Service Company d/b/a CSC-Lawyers
~~Incorporating Service Company~~

3. Address of current registered office

Kentucky Home Life Building
Louisville, KY 40202

4. Registered office is hereby changed to

421 West Main Street
Frankfort, KY 40601

The street address of the registered office and the business office of the registered agent, as changed, will be identical.

5. Signature of officer or chairman of the board

Maureen Cullen
Signature and Title

Maureen Cullen, Attorney In Fact

Type or Print Name and Title

Dated: January 16, 2008

6. Consent of Registered Agent

Corporation Service Company d/b/a CSC-Lawyers
I, Incorporating Service Company

(Print or type name)

consent to serve as the registered agent on behalf of the corporation.

By:

Michelle R. Vannoy

Signature of Registered Agent

Michelle R. Vannoy, Assistant Vice President

Type or Print Name & Title, if applicable